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Standing Committee on Regulations and Private Bills

Comité permanent des règlements et des projets de loi d'intérêt privé

2nd Session
41st Parliament

Wednesday 15 November 2017

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Mercredi 15 novembre 2017

Chair: Ted McMeekin
Clerk: Christopher Tyrell

Président : Ted McMeekin
Greffier : Christopher Tyrell



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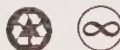
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Dear Mr. [Name]

I am writing to you regarding the [Topic] which was discussed at the meeting on [Date]. The [Topic] is of great importance to our organization and we are currently working on a plan to [Action]. I am sure that your input will be valuable in this process. Please let me know if you have any suggestions or if you need any further information. I will be happy to provide it to you.

Sincerely,
[Signature]

[Name]
[Title]
[Address]
[City, State, Zip]

Enclosed for you are [Number] copies of [Document Name]. Please review them and let me know if you have any comments. I will be happy to discuss them with you at your convenience. Thank you for your time and attention.

LEGISLATIVE ASSEMBLY OF ONTARIO

ASSEMBLÉE LÉGISLATIVE DE L'ONTARIO

STANDING COMMITTEE
ON REGULATIONS
AND PRIVATE BILLSCOMITÉ PERMANENT DES
RÈGLEMENTS ET DES PROJETS
DE LOI D'INTÉRÊT PRIVÉ

Wednesday 15 November 2017

Mercredi 15 novembre 2017

*The committee met at 0901 in committee room 1.*DR. MARCHAND OPTOMETRY
PROFESSIONAL CORPORATION
ACT, 2017

Consideration of the following bill:

Bill Pr70, An Act to revive Dr. Marchand Optometry Professional Corporation.

The Chair (Mr. Ted McMeekin): The Standing Committee on Regulations and Private Bills will now come to order. There are four private bills on the agenda for consideration today. You have the agenda before you. The first is sponsored by Jim Bradley.

Mr. Bradley, sir, you are the sponsor of this bill?

Mr. James J. Bradley: Yes, I am. As you would be aware, Mr. Chair, first reading was introduced in the House already, and we are now dealing with this bill in the Standing Committee on Regulations and Private Bills. It's known as Bill Pr70, An Act to revive Dr. Marchand Optometry Professional Corporation. The applicant is Arthur Marchand.

I am pleased to say that I support this bill. I see no challenges or problems with it. I'm not aware of any opposition that has been registered, unless it has been with this committee. I'd be surprised if that were the case.

The Chair (Mr. Ted McMeekin): We'll soon find out.

Mr. Marchand, welcome. You, sir, are welcome to make some comments about your situation and to enlighten the committee about the background.

Mr. Luke Marchand: Basically, I think it was more of a clerical error where the intent was to dissolve one corporation and another one got dissolved instead. They're only one number apart from each other. The intent here is to revive the original one, which would be 2413545.**The Chair (Mr. Ted McMeekin):** Are there any interested parties who have any comments? Seeing none, are there any comments from the government side?**Ms. Daiene Vernile:** Can you tell us the nature of these two different businesses?**Mr. Luke Marchand:** I'm Arthur's son. He's an optometrist. Recently, they sold the practice. One, I believe, was exclusively the optometry practice, and the other was just a professional corporation for other things.**Ms. Daiene Vernile:** So it was just a clerical error?**Mr. Luke Marchand:** Exactly. The reverse has already happened—they dissolved the one corporation. So both are dissolved now, and they're just trying to bring back the one.**Ms. Daiene Vernile:** Where are the businesses situated?**Mr. Luke Marchand:** St. Catharines.**The Chair (Mr. Ted McMeekin):** Any other questions from the government side? Any from the opposition side?**Ms. Jennifer K. French:** Just for clarification: You're not Arthur?**Mr. Luke Marchand:** No, I'm Luke.**Ms. Jennifer K. French:** You're Luke.**Mr. Luke Marchand:** Yes, the son.**Ms. Jennifer K. French:** I just didn't know your name. We have a name in front of us that isn't yours.**Mr. James J. Bradley:** Arthur is older.**Ms. Jennifer K. French:** I'm sorry; this may have been exactly what was asked by the government, but I was otherwise occupied. You said it was a clerical error—that your intent was to dissolve a different one?**Mr. Luke Marchand:** Yes.**Ms. Jennifer K. French:** Is your intent, then, to again—or dissolve the correct one?**Mr. Luke Marchand:** It already has been. The second corporation, which is one number apart, 2413545, has already been dissolved—if that makes sense.**Ms. Jennifer K. French:** Okay. Thank you.**The Chair (Mr. Ted McMeekin):** Any other questions? Hearing none, are the members ready for the vote?

Shall section 1 carry? Carried.

Shall section 2 carry? Carried.

Shall section 3 carry? Carried.

Shall the preamble carry? Carried.

Shall the title carry? Carried.

Shall the bill carry? Carried.

Members, shall I report the bill to the House? Very good.

Thank you, sir.

Mr. Luke Marchand: Thank you.

1701423 ONTARIO INC. ACT, 2017

Consideration of the following bill:

Bill Pr73, An Act to revive 1701423 Ontario Inc.

The Chair (Mr. Ted McMeekin): MPP Walker is subbing for Lorne Coe. Go ahead.

Mr. Bill Walker: It's my pleasure to step in on behalf of my colleague Lorne Coe, MPP.

I'd like to introduce Melisa Gilchrist, the applicant in regard to Bill Pr73, An Act to revive 1701423 Ontario Inc.

The Chair (Mr. Ted McMeekin): Melisa, you're on. Welcome.

Ms. Melisa Gilchrist: Thank you very much. My name is Melisa Gilchrist. My husband, Jeremy Gilchrist, opened the company in 2007. We're a small family trucking company that at one point had four trucks and six drivers. We do automotive delivery from the factories all over Ontario to dealerships, as well as private deliveries for people who are moving who don't want to drive their cars. He'll take their cars.

Obviously, the automotive industry, since 2007, has gone up and down. We were struggling to find a contract. My husband, in looking for our next contract, was offered a permanent, paid employee position with one of his competitors. After long and careful thought, we thought it was the right idea because we didn't have a contract to go to.

Of course, as all things do, we dissolved the corporation with everything voluntarily—nothing was out of sorts; we weren't out of sorts with anybody—and two months later we got offered a very lucrative contract. We never even filed the taxes. We had all of that to file.

The contract that we've had has been amazing in holding off. He has been working as an employee with them until I've been able to get the paperwork drawn. So that contract is still there. That's why I'm trying to move forward with this.

We do have a name in the automotive industry. We've been doing it for 10 years. Although doing a new company might have been easier, it's the name that we can go to. Even though it's a numbered company, my husband's face has been around, and we would just like to keep that going. That's our reasoning for trying to revive it.

The Chair (Mr. Ted McMeekin): Are there any other interested parties here who wish to speak to this? Seeing none, I'll ask the government side if they have any comments.

Ms. Daiene Vernile: Melisa, where is your business situated?

Ms. Melisa Gilchrist: We're in Whitby, Ontario.

Ms. Daiene Vernile: The economy is very strong right now, so—

Ms. Melisa Gilchrist: It is.

Ms. Daiene Vernile: We have the lowest unemployment rates in Canada. We are beating all G7 countries right now in our economic growth. I'm glad to see that you are benefiting from this too.

Ms. Melisa Gilchrist: We are, definitely. The automotive industry has done a huge kickback in the last 18 to 24 months. There is a lot of work out there now.

It was just that we got caught in a bit of a lull and made a wrong decision. We wish we had realized that we

could just have put the business on hold and he could have done that. Our accountant—I should have done my research too—said the best thing to do would just be to close the company so that we didn't have this hanging over our heads, a company that didn't have an employee, that wasn't making any money or anything like that, so we did. But now—like I said, two months later, we could have just kept it going.

So I'm very happy. The contract is still there waiting for us as soon as we can get the business up and running—

Ms. Daiene Vernile: Do you employ people in your company?

Ms. Melisa Gilchrist: Obviously, right now we don't, because the business isn't up and running, but at one point we had four trucks with six drivers. We paid benefits. We paid WSIB. We were a good company. We enjoyed having employees, seeing those families, having barbecues in our backyard, having that camaraderie as a company. I'm very hopeful to get back to that.

Ms. Daiene Vernile: It's good to hear of this turnaround in your family company. Thank you.

The Chair (Mr. Ted McMeekin): Any other questions from the government side? Any questions or comments from the opposition side? No? Okay. I have to ask, are you ready to vote? Yes, we are.

0910

Shall section 1 carry? Carried.

Shall section 2 carry? Carried.

Shall section 3 carry? Carried.

Shall the preamble carry? Carried.

Shall the title carry? Carried.

Shall the bill carry? Carried.

Shall I report the bill to the House? Carried.

Thank you very much. We have done everything we can here to help you, so we'll see what happens in the House.

Ms. Melisa Gilchrist: Thank you so much, everyone.

The Chair (Mr. Ted McMeekin): We'll go to MPP Des Rosiers, because the third one is not here yet.

M^{me} Nathalie Des Rosiers: He's not here? Okay.

BEECHWOOD CEMETERY COMPANY ACT, 2017

Consideration of the following bill:

Bill Pr72, An Act respecting the Beechwood Cemetery Company.

M^{me} Nathalie Des Rosiers: Bonjour, monsieur le Président. Ça me fait plaisir de présenter M^e Wagner, who will be there to speak to Bill Pr72, An Act respecting the Beechwood Cemetery Company, which I introduced in the House on October 31. I introduced the cemeteries bill on October 31 in the House. I'm very—

Ms. Jennifer K. French: Well done.

M^{me} Nathalie Des Rosiers: Well done. Thank you.

Mr. Richard Wagner: Bonjour, monsieur le Président, membres du comité. Members of the committee, thank you for hearing us this morning. This act that

Madame Des Rosiers has put forward is really to clean up some matters in our statute. I passed up to the Clerk, earlier, a couple of brochures—two in English and two in French—on the Beechwood Cemetery, which is not to be confused with the Beechwood Cemetery in Toronto, because there is one in Toronto, but is the Beechwood Cemetery in Ottawa, which was founded over 100 years ago and is sitting on 160 acres in Ottawa.

The corporation is a business corporation that was incorporated under a provincial statute back in 1873, and the amendments are really threefold.

First, we want to update the governance provisions to set a three-year term for the directors, which is in section 3 of the act. The second issue is to provide that at least 80% of the directors would have to vote for the sale of any of the lands for other than burial or funeral services, because we want to make sure it stays intact as a cemetery and only a supermajority of the board can change that. Finally, to bring the act in line with the funeral homes and cremation services act, which as you are aware, allowed cemeteries to own funeral homes and likewise. A few years ago we did open a funeral home at the cemetery, so we operate as a cemetery with a funeral home, cremation services and burial services. We're also the home to the National Cemetery of Canada and the National Military Cemetery, as well as the RCMP cemetery. So we are a full-service for the community and for certain national institutions.

The last change will allow us to deal with any surplus. The key is that we are changing the act so that we must invest all of our surplus into the cemetery. We operate on a non-profit basis, essentially, even though we're a business corporation. All the shares are owned by the Beechwood Cemetery Foundation, which is a non-profit organization. The whole intent is to make sure this is not operated for anybody's particular benefit. No shareholders will benefit; everything gets re-invested in the cemetery. So that's why we're here asking for these changes.

The Chair (Mr. Ted McMeekin): Thank you.

Are there any other parties who have comments or questions about this bill? Seeing none, are there questions or comments from the government side?

Ms. Daiene Vernile: I have one question, Chair. If I may ask, why are you interested in creating a higher percentage approval for your board?

Mr. Richard Wagner: For the 80%?

Ms. Daiene Vernile: Yes.

Mr. Richard Wagner: That would only be for decisions if the idea was to try and sell off part of the cemetery lands for other than cemetery or burial purposes, because we want to maintain this wonderful cemetery of 160 acres intact. In fact, a little over a decade ago, at one point one of the directors tried to sell 30 acres of land off to a developer. We're right beside Rockcliffe, so it's prime real estate in Ottawa.

Ms. Daiene Vernile: A hot property.

Mr. Richard Wagner: We want to make sure that never occurs. We want to maintain it as a cemetery in perpetuity.

Ms. Daiene Vernile: You're capping shares at \$7?

Mr. Richard Wagner: I beg your pardon?

Ms. Daiene Vernile: You are capping shares at \$7? Is that correct?

Mr. Richard Wagner: That's right.

Ms. Daiene Vernile: Why that figure?

Mr. Richard Wagner: Ask the Legislature in 1873 and they might give you an answer to that.

It was set up originally that way. There are only 320 shares. All the limitations you see were put in there in the original act or in amendments that were made over the years. We've kept that because it really doesn't matter to us.

Again, the shares are owned by the Beechwood Cemetery Foundation, which is a non-profit charity meant to invest everything in the cemetery.

The Chair (Mr. Ted McMeekin): Any other questions from the government side? No?

Ms. French.

Ms. Jennifer K. French: Along the same lines, what is the current percentage of board members who would have to approve a sell-off of the land?

Mr. Richard Wagner: Right now, it would be just the majority; like any other board decision, it would be 51% of the board. We want to increase that to 80% so that gets locked in—or it makes it more difficult for that kind of decision to be made.

M^{me} Nathalie Des Rosiers: It's a beautiful property.

Ms. Jennifer K. French: I imagine.

I was just wondering where you draw your board members from and how you would choose them.

Mr. Richard Wagner: We have members representing all aspects of the community. The current president of Algonquin College is on the board. The managing partner of Ernst and Young in Ottawa is on the board. It's a board of 14 people from different walks of life.

Ms. Jennifer K. French: Not too many developers on the board.

Mr. Richard Wagner: Zero.

The Chair (Mr. Ted McMeekin): Any other questions? No? Is the committee ready to vote? Okay.

Shall section 1 carry? Carried.

Shall section 2 carry? Carried.

Shall section 3 carry? Carried.

Shall section 4 carry? Carried.

Shall section 5 carry? Carried.

Shall the preamble carry? Carried.

Shall the title carry? Carried.

Shall the bill carry? Carried.

Shall I report the bill to the House? Carried.

We're all done. Thank you.

M^{me} Nathalie Des Rosiers: Bon, merci beaucoup.

Mr. Richard Wagner: Merci bien.

M^{me} Nathalie Des Rosiers: À la prochaine.

1729293 ONTARIO INC. ACT, 2017

Consideration of the following bill:

Bill Pr74, An Act to revive 1729293 Ontario Inc.

The Chair (Mr. Ted McMeekin): Members of the committee, this is Bill Pr74, An Act to revive 1729293 Ontario Inc.

Ms. Martins.

Mrs. Cristina Martins: It gives me pleasure to introduce the applicant here today, Leonardo Cianfroga, for Bill Pr74, An Act to revive 1729293 Ontario Inc.

The Chair (Mr. Ted McMeekin): Welcome. Please share your story.

Mr. Leonardo Cianfroga: My name is Leonardo Cianfroga. I'm the new accountant for this corporation.

The clients, Mr. and Mrs. Jaworski, own the company. We're looking to revive it.

In 2011, they had an investment in the corporation that ended up being a fraud—a significant amount. They didn't get legal counsel. They simply walked downtown and said, "I want to dissolve this company," because they thought there was no hope in recovering this money.

Fast-forward to about last year: They came and told us about it, and we said, "Did you ever deal with the balance receivable or the balance payable"—because they put the money in themselves. They said, "No, we just dissolved it." We said, "Well, if we revive it, we can settle the tax side of it"—which would be writing off the asset, writing off the payable, and they would get a benefit of being able to claim at least the capital loss on their personal tax return. The amount is significant. It's \$800,000, which they took on a mortgage on their own property. That's why I'm here. That's why we went through this process. I'm hoping we can go to the next step.

The Chair (Mr. Ted McMeekin): Okay. Is there anybody here, any interested party, who has any comments? I don't see any, right? Any comments from the government? Ms. Vernile.

Ms. Daiene Vernile: Thank you, Chair. Good morning, Leonardo. Once you take care of recovering the losses, if the company is revived, what will you do with the company? Do you let it go or do you fold it?

Mr. Leonardo Cianfroga: It dissolved in 2011. We'd want to, yes, carry it forward to current and deal with the losses. Eventually, they would move to dissolve again, now that they've gotten proper counsel, because

the first time—they're unsophisticated people, which is unfortunate, because they were part of this scam. The lady is actually in jail now and they'll probably never recover that money.

Ms. Daiene Vernile: That's unfortunate.

The Chair (Mr. Ted McMeekin): Any other questions from the government side? Any from the opposition side?

M^{me} Nathalie Des Rosiers: I just wanted to say: They paid all their creditors? Is that what—I mean, the concern that we always have in these is whether this revival is to hide some assets or kind of, indeed, undermine the intent of being a corporation. So I just want to clarify that the purpose is to revive to clear the assets. Are they going to pay their debts and so on?

Mr. Leonardo Cianfroga: I'm going to try to answer your question the best way. Inside the corporation, there is a receivable from this investment—they're all in prison. There is a payable. The payable is only to Alex and Irena, so it's really just two numbers on the balance sheet. So we can write it off and then they can [*inaudible*] through to their personal tax return. Luckily, they have a capital gain that occurred so that they'll be able to get some tax relief. Of course, they would like their money back, but that's probably not going to happen, because they defrauded about 35 people.

The Chair (Mr. Ted McMeekin): Members of the opposition? Comments? No? Okay, is the committee ready to vote? Nodding okay.

Shall section 1 carry? Carried.

Shall section 2 carry? Carried.

Shall section 3 carry? Carried.

Shall the preamble carry? Carried.

Shall the title carry? Carried.

Shall the bill carry? Carried.

Shall I report the bill to the House? Okay.

Thank you, sir.

Mr. Leonardo Cianfroga: Thank you very much. I apologize for my tardiness.

The Chair (Mr. Ted McMeekin): I have to say we're adjourned. Thank you.

The committee adjourned at 0923.

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